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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11  
METROPARK USA, INC., : Case No. 11-22866 (RDD)  
Debtor. :  
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**HEARING AGENDA**

Time and Date of Hearing: **June 24, 2011** at **10:00 a.m.** (prevailing Eastern time)  
(the "Hearing")

Location of Hearing: Judge Drain's Courtroom, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10606

Copies of Motions: A copy of each of the pleadings can be viewed on the Court's website at [www.ecf.nysb.uscourts.gov](http://www.ecf.nysb.uscourts.gov), and at the website maintained by Omni Management Group, LLC ("Omni") at [www.omnimgt.com/metropark](http://www.omnimgt.com/metropark) or by contacting Omni directly at Metropark USA, Inc. c/o Omni Management Group, LLC 16161 Ventura Blvd., Suite C, PMB 480, Encino, CA 91436, by telephone at (866) 989-6144, or by facsimile at (818) 783-2737.

**MATTERS SCHEDULED FOR THE HEARING:**

1. Motion of the Debtor for (I) Use of Cash Collateral; (II) Granting Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief (Dkt. No. 21)

Related Documents: Interim Agreed Order (Dkt. No. 60); Notice of Entry of Interim Agreed Order (Dkt. No. 64); Amended Second Interim Agreed Order (Dkt. No. 157); Notice of Entry of Amended Second Interim Agreed Order (Dkt. No 158).

Response Deadline: June 17, 2011, at 12:00 p.m.

Response(s) Received:

- Limited Objection filed by Carroll Independent School District and Spring Branch Independent School District (Dkt. No. 117). The Debtor has incorporated informal comments provided by Carroll Independent School District and Spring Branch Independent School District resolving the Limited Objection;
- Limited Objection and Reservation of Rights filed by the Official Committee of Unsecured Creditors (Dkt. No. 121).

Status: This matter is going forward on an interim basis. The Debtor anticipates that all objections will be resolved prior to the Hearing and a proposed Third Interim Agreed Order will be submitted prior to or at the Hearing.

2. Motion of the Debtor for Order (A) Setting (1) Date to Conduct Auction of Debtors Interests in Certain Real Property Leases and Intellectual Property, and (2) Sale Hearing Date; (B) Approving Bidding Procedures and Terms of Auction; (C) Establishing Cure Amounts; (D) Authorizing Debtor to Enter Into Lease Termination Agreements; (E) Approving and Authorizing Sale of Leases and Intellectual Property to Highest or Otherwise Best Bidder Free and Clear of All Liens, Interests, Claims and Encumbrances Pursuant to § 363 of the Bankruptcy Code; (F) Waiving the Requirements of Rule 6004 of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 6004-1 and (G) Granting Related Relief (Dkt. No. 88) (**With Respect to Los Cerritos Center Lease Only**)

Related Documents:

- Notice of Filing Proposed Order Pursuant to Sections 105 and 363 of the Bankruptcy Code and Bankruptcy Rules 2002 and 6004 Approving the Sale, Assumption and Assignment of Los Cerritos Center Lease and Granting Related Relief (to be filed).

Response Received: Objection filed by the Macerich Company (Dkt. No. 177).

Status: This matter will go forward. The Debtor anticipates that all issues with respect to the proposed sale and assignment will be resolved consensually prior to the Hearing.

3. Notice of Assumption and Assignment of Unexpired Lease of Nonresidential Real Property (Dkt. No. 212).

Response Deadline: June 22, 2011, at 5:00 p.m.

Response(s) Received:

- Objection filed by NorthPark Partners, L.P. (Dkt. No. 222);
- Objection filed by Westfied LLC and Westland Garden State Plaza Limited Partnership (Dkt. No. 226);
- Objection filed by Aventura Mall Venture (Dkt. No. 227).

Status: This matter is going forward. The Debtor will facilitate the Assignee's resolution of the objections filed by NorthPark Partners, Westfield LLC and Aventura Mall Venture prior to the Hearing. To the extent objections are not resolved prior to the Hearing, this matter will go forward on a contested basis.

Dated: June 22, 2011  
New York, New York

Respectfully submitted,

By: /s/ Cathy Hershcopf  
Cathy Hershcopf

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